

TERESA M. SEBASTIAN



TO REQUEST CONTACT INFORMATION FOR THIS INDIVIDUAL, PLEASE
EMAIL SHAWN TAYLOR KAMINSKI: SKAMINSKI@DIRECTWOMEN.ORG

Board Member – Executive Officer

Teresa Sebastian is a C-Suite executive and Board member seeking a public or private company board. She has spent two decades in board rooms driving strategy, participating in the creation of shareholder value, and implementing best practices.

Industry Experience

Restaurants
CPG Insights
Energy
Banking
Manufacturing

Skills

Finance
Internal Audit
SEC Financial
Expert
Governance
Compliance
M&A
Enterprise Risk
Law

Education

LL.M (corporate
and finance)
Wayne State
University Law
School

JD
Michigan State
University College
of Law

MBA (finance)
University of
North Florida

BGS
University of
Michigan

Other Professional

Fellow, National
Association of
Corporate
Directors.
Board of Advisors
NACD Nashville
programming

Member, Women
Corporate
Directors

Member, Private
Directors
Association

Sebastian is currently a Board member of **Kaiser Aluminum Corporation**, a public company [KALU:Nasdaq, \$1.6B rev] that specializes in the production of semi-fabricated specialty aluminum mill products, where she serves on the Audit and Nominating & Governance Committees; and a Board member of **Assemble Sound LLC**, a private company that licenses, records, produces and develops music. She has also been a part of executive management teams working with boards on global expansion, corporate takeovers, shareholder activism, and mergers and acquisitions. She also brings a macro-economic view of business, from her experience in transactions around the world, such as the acquisition of manufacturing companies in Brazil and North America; a \$10 million expansion of a joint venture in China; and various projects in Equatorial Guinea, Thailand, Philippines, Malaysia, Venezuela, and Slovenia.

Sebastian qualifies as an SEC financial expert and has used her finance experience as:

- The current President and CEO of The Dominion Asset Group (DAG). DAG invests in early-stage companies, new funds and partnerships. Since its inception, DAG has invested in multi-family residential communities, a historical hotel renovation, a mixed use commercial development, a portfolio of small single family urban homes, and an intellectual property portfolio, among other **financial investments**.
- Senior Vice President and leader of the **Internal Audit** function at Darden Restaurants, Inc. [DRI:NYSE, \$8B rev], a Fortune 500 company.
- A current adjunct faculty for **accounting** and enterprise risk management at Vanderbilt University Law School.
- Member of the **Audit Committee** of Kaiser Aluminum Corporation.
- Board member and Chair of the Audit Committee for the United Negro College Fund, with approximately \$100 million in revenue and \$800 million in net assets. Sebastian also serves on the Budget and **Finance** Committee.
- Various business positions in **financial analysis** at Michigan Consolidated Gas Co., Morgan Stanley, and Bank of America.

Sebastian's breadth of experience includes executive and leadership roles at diverse industries and at public and private companies. In addition to Darden Restaurants, she also made significant contributions to the growth strategies as Vice President at Veyance Technologies, Inc. [Private, \$2B rev] during its ownership by the Carlyle Group; and as Senior Vice President at Information Resources, Inc. [Private, \$1B rev]. Sebastian also held leadership roles in senior management in two regulated companies, DTE Energy Company [DTE:NYSE, \$12B rev] and CMS Energy Corporation [CMS:NYSE, \$7B rev].

Sebastian has been an executive leader in corporate acquisitions exceeding \$600 million domestically and internationally; in capital-raising efforts in public and private markets averaging \$2 billion; in the implementation of operating efficiencies for budgets exceeding \$20 million; and in the divestiture of a \$2.1 billion business.

Sebastian is also an adjunct faculty and lectures on corporate governance and compliance at the University of Michigan Law School. She currently resides in Nashville, Tennessee.

TERESA M. SEBASTIAN

73 White Bridge Road, Suite 103-206 || Nashville, Tennessee 37205 || (313) 407-4444 || tsebastian@dominionasset.com || www.linkedin.com/in/teresamsebastian

SUMMARY

Seasoned and diversified Board Director and executive with leadership experience in the international manufacturing, energy, restaurants, data technologies, and venture capital industries. Recognized expert in M&A, internal audit, governance, enterprise risk, compliance, and regulations. Qualifies as an audit committee financial expert. A National Association of Corporate Directors Board Leadership Fellow.

BOARD MEMBERSHIPS

KAISER ALUMINUM CORPORATION, Foothill Ranch, California (*Nasdaq: KALU, \$1.6 Billion Revenue – Manufacturing Company*)

Board Member 2019 - Present: A company that specializes in the production of semi-fabricated specialty aluminum mill products, for aerospace and high strength, automotive, general engineering and other industrial applications. Committees: Audit; Nominating and Governance.

ASSEMBLE SOUND LLC, Detroit, Michigan (*Private Company*)

Board Member 2018 – Present: A music licensing, recording, artist production, and development company.

EXECUTIVE LEADERSHIP & BUSINESS EXPERIENCE

THE DOMINION ASSET GROUP, Nashville, Tennessee (*Private Company – Venture Capital, Angel Investor*)

President and Chief Executive Officer 2015 – Present: Leader of an investment firm that focuses on urban real estate and commercial ventures, including a \$105 million residential community and a \$34 million historical hotel renovation.

DARDEN RESTAURANTS, INC., Orlando, Florida (*NYSE: DRI, \$8 Billion Revenue – Full service restaurant company*)

Senior Vice President 2010-2015: Member of the senior executive team overseeing strategy of the company involving internal audit, legal, corporate secretary and compliance functions. Accountable for a budget of over \$20,000,000 and of a team of over 60 professionals.

- Attended and participated at the table in all Board of Directors meetings, and planned all agendas with the CEO and Board Chair. Held role of executive liaison to the Audit and Nominating & Governance Committees of the Board regularly meeting with the Chairs of the Committees. Provided materials and briefings to the Board as executive subject matter expert on internal audit, compliance, governance and legal matters, including M&A and securities issues. Prepared Board minutes and other governance documentation and procedures.
- Provided strategic leadership in a high-stakes proxy contest and conducted shareholder outreach to mitigate risk of shareholder activism.
- Participated in the creation and execution of a rapid growth strategy to acquire and integrate iconic restaurant brands, increasing total assets by 40% in four years.
- Gained keen insights into managing shareholder activism, negotiating with multiple activists, while negotiating the divestiture of the Company's leading restaurant brand, Red Lobster, a transaction the activists opposed.
- Created Darden's first enterprise risk management process.

VEYANCE TECHNOLOGIES, INC., Fairlawn, Ohio (*Private Company, \$2 Billion Revenue - Currently owned by ContiTech - Manufacturer and marketer of engineered rubber products*)

Vice President 2008-2010: Executive leader of all global legal matters, including corporate secretary, M&A, commercial, military contracting, and intellectual property matters /transactions, while supervising 20 professionals in the United States, South America, Europe, and China. Oversaw all governance and corporate secretary matters while providing advice and counsel to the Board of Directors.

- Attended and participated in all Board of Directors meetings, and planned agendas with the CEO. Provided materials and briefings to the Board as executive subject matter expert on governance and legal matters, including M&A. Prepared Board minutes and other governance documentation and procedures.
- Gained extensive experience in international acquisitions and joint ventures of manufacturing facilities through transactions in Brazil, China and North America.
- Led internal audit in conducting investigations in Brazil and China.
- Implemented the Company's first government contracting compliance program and undertook the structuring of an FDA and quality assurance risk mitigation process.

- Executive leader in Lean Six Sigma operations strategy and rapid improvement events.
- Implemented creative cost savings and Lean initiatives to reduce vendor fees by 40 percent.

INFORMATION RESOURCES, INC., Chicago, Illinois (*Private Company, \$1 Billion Revenue – Provider of information, analytics and insights for CPG, retail and healthcare companies*)

Senior Vice President 2007: Executive leader for all global legal matters and transactions. Proactive in shaping strategy and evaluating new business opportunities.

OTHER BUSINESS AND REGULATORY EXPERIENCE

DTE ENERGY COMPANY, Detroit, Michigan, (*NYSE: DTE, \$13 Billion Revenue – Regulated electric and gas utility and other energy-related businesses*)

Director and Asst. Corporate Secretary 2001-2007: Served as leader on regulatory matters relating to finance, securities, and corporate governance. Attended and participated in all Audit and Nominating & Governance Committee meetings of the Board of Directors, including regular meetings directly with the Chairs of the Committees. Provided materials and briefings to the Board as subject matter expert on governance and legal matters, including M&A and securities issues. Reviewed Board minutes and prepared other governance documentation and procedures. Provided leadership to capital-raising efforts in public and private markets, averaging \$2,000,000,000 per year. Functioned as key member of corporate leadership team, advising board and executive management in takeover defense strategies. Led the Board of Directors to compliance with the Sarbanes-Oxley Act and ensured top-quartile governance ratings.

CMS ENERGY CORPORATION, Detroit, Michigan, (*NYSE: CMS, \$7 Billion Revenue – Regulated electric and gas utility and other energy-related businesses*)

Manager 1994-2001: Managed IPO preparation for global projects valued in excess of \$600,000,000. Provided materials to the Board of Directors as subject matter expert on governance, securities and M&A legal matters. Prepared governance documentation and procedures for the Board. Guided corporate finance and governance, SEC financial reporting, and commercial transactions. Negotiated M&A agreements, stock purchases, and letters of intent, and prepared documents for securities compliance. Prepared and negotiated international contracts for financing, workouts, joint ventures, and project developments in Equatorial Guinea, Thailand, Philippines, and Venezuela.

SOMMERS SCHWARTZ, Southfield, Michigan, (*Private – Provider of legal services*)

Associate Attorney 1993-1994; **Law Clerk** 1991-1993: Securities fraud and commercial transactions/litigation.

MICHIGAN CONSOLIDATED GAS CO., Detroit, Michigan, (*Currently owned by DTE Energy - NYSE: DTE, \$13 Billion Revenue – Public regulated electric and gas utility and other energy-related businesses*)

Financial Specialist 1989-1990.

MORGAN STANLEY, Southfield, Michigan, (*NYSE: MS, \$38 Billion Revenue – Global financial services firm*)

Account Executive 1985-1988.

BANK OF AMERICA, Jacksonville, Florida, (*NYSE: BAC, \$87 Billion Revenue – Bank and financial holding company*)

Market Analyst 1983-1984.

OTHER EXPERIENCE

VANDERBILT LAW SCHOOL, Nashville, Tennessee

Adjunct Professor, Fall 2017 to Present

Courses - *Introduction to Accounting*; and *Enterprise Risk Management*

UNIVERSITY OF MICHIGAN LAW SCHOOL and LITERATURE SCIENCES & THE ARTS – ORGANIZATIONAL STUDIES, Ann Arbor, Michigan

Adjunct Professor, Fall 2016 to Present

Courses - *Corporate Compliance: Policy and Practice*; and *Legal Issues and Social Policy*

NON-PROFIT BOARD MEMBERSHIPS

2012 – Present: **Board Member, United Negro College Fund (UNCF)**. Chair of the Audit Committee and Member of the Budget and Finance Committee

2014 – Present: **Member, University of Michigan Dean’s Advisory Council**

2014 – 2016: **Trustee, Bethune Cookman University.** Member of the Finance Committee and Educational Policies Committee

2011 – 2018: **Committee Member, University of Michigan School of Organizational Studies**

SIGNIFICANT AWARDS & RECOGNITIONS

- Employer of Choice South Region, 2015, *Minority Corporate Counsel Association*
- Most Influential Black Lawyers of 2015, *Savoy Magazine*
- Nation's Most Influential Minority Attorneys, 2014 & 2015, *On Being a Black Lawyer*
- Annual Tribute to Black Leadership in Hospitality, 2013, 2014, 2015, *Multicultural Foodservice & Hospitality Alliance*
- Diversity Challenge Award, 2013, *National Bar Association*
- M&A Atlas Award – Deal of the Year, 2012 (Yard House acquisition), *Global M&A Network*
- Diamond Award of Excellence, 2011, *Corporate Counsel Women of Color*

DIRECTOR EDUCATION PROGRAMS AND MEMBERSHIPS

National Association of Corporate Directors - Board Leadership Fellow, and Board of Advisors Nashville
Women Corporate Directors
Private Directors Association
Women in the Boardroom
DirectWomen
Cable Women's Leadership

EDUCATION

- Wayne State University, Detroit, Michigan - **LL.M., Corporate and Finance Law**, 2003
- Michigan State University College of Law, East Lansing, Michigan - **J.D.**, 1993
- University of North Florida, Jacksonville, Florida - **M.B.A., Finance**, 1983
- University of Michigan, Ann Arbor, Michigan - **B.G.S., Sociology**, 1978